

BURLINGTON NORTHERN RAILROAD 101

Douglas J. Babb
Vice President and General Counsel

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

(817) 878-2367

FEDERAL EXPRESS

December 12, 1988

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., N.W.
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

DEC 13 1988 11-55 AM

RECORDATION NO. 5681-A Filed 1425

Re: Document for Recordation: Satisfaction and Bill of Sale
to Burlington Northern Inc. (now Burlington Northern
Railroad Company) Conditional Sale Agreement, and
Related Agreement and Assignment

Dear Ms. Lee:

I am enclosing six counterparts of the document described
below to be recorded pursuant to Section 11303, Title 49 of
the United States Code.

The document to be recorded, a secondary document, is a
Satisfaction and Bill of Sale, dated December 9, 1988, by
which all right, title and interest in and to the existing
equipment covered by the Burlington Northern Inc. (now
Burlington Northern Railroad Company) Conditional Sale Agree-
ment, dated as of April 1, 1970, is conveyed to Burlington
Northern Railroad Company.

The Conditional Sale Agreement and related Agreement and
Assignment, the primary document to which the Satisfaction
and Bill of Sale is connected, was recorded as one document
with the Interstate Commerce Commission on April 20, 1970,
and assigned Recordation No. 5681.

The names and addresses of the parties to the transaction
are:

Agent: The Chase Manhattan Bank
One New York Plaza, 14th Floor
New York, New York 10081

Ms. Mildred Lee

-2-

December 12, 1988

Owner: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

A general description of the equipment covered by the enclosed Satisfaction and Bill of Sale is shown on Exhibit C of said document.

A fee of \$13.00 is enclosed for recording the Satisfaction and Bill of Sale. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Satisfaction and Bill of Sale, dated December 9, 1988, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Conditional Sale Agreement (ICC Recordation No. 5681, April 20, 1970), conveying the equipment described on Exhibit C of said document.

Very truly yours,


Douglas J. Babb

DJB/rrm/ca,8
Enclosures

INTERSTATE COMMERCE COMMISSION

DEC 13 1988 11-55 AM

RECORDATION NO. 5681-4

COPY

Executed in 21 Counterparts
of which this is No. 10

SATISFACTION AND BILL OF SALE

WHEREAS, Pullman Incorporated (Pullman-Standard Division) (hereinafter referred to as the "Builder"), and Burlington Northern Inc., now Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Conditional Sale Agreement dated as of April 1, 1970, (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit A hereto (hereinafter referred to as the "Equipment"), and all right, title and interest of the Builder in and to the Agreement was assigned to The Chase Manhattan Bank (National Association) (hereinafter referred to as the "Agent") pursuant to an Agreement and Assignment dated as of April 1, 1970, between the Builder and the Agent; and said Agreement and Assignment was filed on April 20, 1970, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 5679; and

WHEREAS, Thrall Car Manufacturing Company (hereinafter referred to as the "Builder"), and Burlington Northern Inc., now Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Conditional Sale Agreement dated as of April 1, 1970, (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit B hereto (hereinafter referred to as the "Equipment"), and

all right, title and interest of the Builder in and to the Agreement was assigned to The Chase Manhattan Bank (National Association) (hereinafter referred to as the "Agent") pursuant to an Agreement and Assignment dated as of April 1, 1970, between the Builder and the Agent; and said Agreement and Assignment was filed on April 23, 1970, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 5686; and

WHEREAS, ACF Industries, Incorporated (hereinafter referred to as the "Builder"), and Burlington Northern Inc., now Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Conditional Sale Agreement dated as of April 1, 1970, (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit C hereto (hereinafter referred to as the "Equipment"), and all right, title and interest of the Builder in and to the Agreement was assigned to The Chase Manhattan Bank (National Association) (hereinafter referred to as the "Agent") pursuant to an Agreement and Assignment dated as of April 1, 1970, between the Builder and the Agent; and said Agreement and Assignment was filed on April 20, 1970, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 5681; and

WHEREAS, Bethlehem Steel Corporation (hereinafter referred to as the "Builder"), and Burlington Northern Inc., now Burlington Northern Railroad Company (hereinafter referred to as

the "Railroad"), have entered into a Conditional Sale Agreement dated as of April 1, 1970, (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit D hereto (hereinafter referred to as the "Equipment"), and all right, title and interest of the Builder in and to the Agreement was assigned to The Chase Manhattan Bank (National Association) (hereinafter referred to as the "Agent") pursuant to an Agreement and Assignment dated as of April 1, 1970, between the Builder and the Agent; and said Agreement and Assignment was filed on April 20, 1970, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 5677; and

WHEREAS, General Steel Industries, Inc. (hereinafter referred to as the "Builder"), and Burlington Northern Inc., now Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Conditional Sale Agreement dated as of April 1, 1970, (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit E hereto (hereinafter referred to as the "Equipment"), and all right, title and interest of the Builder in and to the Agreement was assigned to The Chase Manhattan Bank (National Association) (hereinafter referred to as the "Agent") pursuant to an Agreement and Assignment dated as of April 1, 1970, between the Builder and the Agent; and said Agreement and Assignment was filed on April 20, 1970, as one document with the Interstate

Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 5680; and

WHEREAS, The Darby Products of Steel Plate Corporation (hereinafter referred to as the "Builder"), and Burlington Northern Inc., now Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Conditional Sale Agreement dated as of April 1, 1970, (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit F hereto (hereinafter referred to as the "Equipment"), and all right, title and interest of the Builder in and to the Agreement was assigned to The Chase Manhattan Bank (National Association) (hereinafter referred to as the "Agent") pursuant to an Agreement and Assignment dated as of April 1, 1970, between the Builder and the Agent; and said Agreement and Assignment was filed on April 20, 1970, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 5678; and

WHEREAS, the Agent has been paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreements and the Railroad has performed all obligations therein contained.

NOW, THEREFORE, the Agent, in accordance with the provisions of the Agreements does hereby acknowledge that the Agreements have been satisfied in full and does hereby sell, assign and transfer to the railroad all its title and property interest in

the Equipment described in Exhibits A, B, C, D, E, and F, free of all liens and encumbrances created or retained by the Agreements.

This Satisfaction and Bill of Sale is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, The Chase Manhattan Bank (National Association), as agent as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be duly affixed and attested by its officers thereunto duly authorized this 14 day of December, 1988.

THE CHASE MANHATTAN BANK
(NATIONAL ASSOCIATION)

By: _____

[Signature]
Assistant Secretary

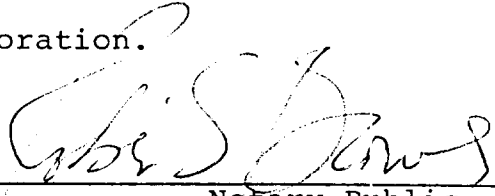
ATTEST:

[Signature]

Janice Tober

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 24 day of December, 1988, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he/~~she~~ is a Assistant Secretary of The Chase Manhattan Bank (National Association), that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires:
ROBIN S. BROWER
Notary Public, State of New York
No. 316024384
Qualified in New York County
Certificate Filed in New York County
Commission Expires October 5, 1989

EXHIBIT AEQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
268	100-Ton Covered Hopper Cars	455500-455520, 455522- 455525, 455527-455533, 455535-455558, 455560- 455613, 455615, 455617- 455620, 455622-455625, 455627, 455629-455631, 455633-455649, 455651- 455655, 455657, 455659, 455660, 455662, 455663, 455665-455671, 455673- 455680, 455682-455685, 455687-455701, 455703, 455704, 455706-455713, 455716-455725, 455727- 455729, 455731-455733, 455735-455739, 455741- 455749, 455751-455754, 455756-455771, 455773- 455778, 455780-455788, 455790-455793, 455795- 455799
4	Conditionaire Cars	454853-454856 (formerly 453001-453004)
2	Hopper Cars	410239, 410240

EXHIBIT B

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>B.N Nos.</u>
187	77-Ton Gondolas	565900, 565902-565905, 565907-565924, 565926- 565930, 565932, 565933, 565935, 565937-565948, 565950-565961, 565963- 565977, 565979-565992, 565994-565999, 566001- 566061, 566063-566079, 566081-566099
46	100-Ton Bulkhead Flat Cars	621150-621166, 621168- 621174, 621176-621186, 621188-621190, 621192- 621199

EXHIBIT C

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
178	100-Ton Covered Hopper Cars	455000-455008, 455011- 455024, 455026-455035, 455037-455055, 455057- 455079, 455081-455085, 455087-455089, 455091- 455099, 455102, 455103, 455105-455107, 455109- 455117, 455119-455138, 455140-455142, 455144- 455150, 455152-455157, 455159-455167, 455169, 455170, 455172, 455174- 455184, 455186-455191, 455193-455199

EXHIBIT D

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
179	100-Ton Hopper Cars	522100-522113, 522115, 522117-522121, 522123- 522138, 522140-522158, 522160-522163, 522165- 522177, 522179-522195, 522197-522209, 522211- 522252, 522255, 522257- 522263, 522267, 522268, 522270-522277, 522281- 522287, 522289-522297, 522299

EXHIBIT E

EQUIPMENT

No. of
Units

Description

EN Nos.

47 90-Ton Bulkhead Flat Cars

621050-621055, 621057-
621059, 621061-621084,
621086-621099

EXHIBIT F

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
84	100-Ton Hopper Cars	522000, 522001, 522003, 522005, 522006, 522008- 522017, 522019-522022, 522024, 522028, 522030, 522033-522047, 522049- 522066, 522068, 522070- 522082, 522084-522088, 522090-522099

INTERSTATE COMMERCE COMMISSION

DEC 13 1988 11-55 AM

RECORDATION NO. 5679 REG. 1425

COPY

Executed in 21 Counterparts
of which this is No. 10

SATISFACTION AND BILL OF SALE

WHEREAS, Pullman Incorporated (Pullman-Standard Division) (hereinafter referred to as the "Builder"), and Burlington Northern Inc., now Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Conditional Sale Agreement dated as of April 1, 1970, (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit A hereto (hereinafter referred to as the "Equipment"), and all right, title and interest of the Builder in and to the Agreement was assigned to The Chase Manhattan Bank (National Association) (hereinafter referred to as the "Agent") pursuant to an Agreement and Assignment dated as of April 1, 1970, between the Builder and the Agent; and said Agreement and Assignment was filed on April 20, 1970, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 5679; and

WHEREAS, Thrall Car Manufacturing Company (hereinafter referred to as the "Builder"), and Burlington Northern Inc., now Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Conditional Sale Agreement dated as of April 1, 1970, (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit B hereto (hereinafter referred to as the "Equipment"), and

all right, title and interest of the Builder in and to the Agreement was assigned to The Chase Manhattan Bank (National Association) (hereinafter referred to as the "Agent") pursuant to an Agreement and Assignment dated as of April 1, 1970, between the Builder and the Agent; and said Agreement and Assignment was filed on April 23, 1970, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 5686; and

WHEREAS, ACF Industries, Incorporated (hereinafter referred to as the "Builder"), and Burlington Northern Inc., now Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Conditional Sale Agreement dated as of April 1, 1970, (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit C hereto (hereinafter referred to as the "Equipment"), and all right, title and interest of the Builder in and to the Agreement was assigned to The Chase Manhattan Bank (National Association) (hereinafter referred to as the "Agent") pursuant to an Agreement and Assignment dated as of April 1, 1970, between the Builder and the Agent; and said Agreement and Assignment was filed on April 20, 1970, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 5681; and

WHEREAS, Bethlehem Steel Corporation (hereinafter referred to as the "Builder"), and Burlington Northern Inc., now Burlington Northern Railroad Company (hereinafter referred to as

the "Railroad"), have entered into a Conditional Sale Agreement dated as of April 1, 1970, (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit D hereto (hereinafter referred to as the "Equipment"), and all right, title and interest of the Builder in and to the Agreement was assigned to The Chase Manhattan Bank (National Association) (hereinafter referred to as the "Agent") pursuant to an Agreement and Assignment dated as of April 1, 1970, between the Builder and the Agent; and said Agreement and Assignment was filed on April 20, 1970, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 5677; and

WHEREAS, General Steel Industries, Inc. (hereinafter referred to as the "Builder"), and Burlington Northern Inc., now Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Conditional Sale Agreement dated as of April 1, 1970, (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit E hereto (hereinafter referred to as the "Equipment"), and all right, title and interest of the Builder in and to the Agreement was assigned to The Chase Manhattan Bank (National Association) (hereinafter referred to as the "Agent") pursuant to an Agreement and Assignment dated as of April 1, 1970, between the Builder and the Agent; and said Agreement and Assignment was filed on April 20, 1970, as one document with the Interstate

Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 5680; and

WHEREAS, The Darby Products of Steel Plate Corporation (hereinafter referred to as the "Builder"), and Burlington Northern Inc., now Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Conditional Sale Agreement dated as of April 1, 1970, (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit F hereto (hereinafter referred to as the "Equipment"), and all right, title and interest of the Builder in and to the Agreement was assigned to The Chase Manhattan Bank (National Association) (hereinafter referred to as the "Agent") pursuant to an Agreement and Assignment dated as of April 1, 1970, between the Builder and the Agent; and said Agreement and Assignment was filed on April 20, 1970, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 5678; and

WHEREAS, the Agent has been paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreements and the Railroad has performed all obligations therein contained.

NOW, THEREFORE, the Agent, in accordance with the provisions of the Agreements does hereby acknowledge that the Agreements have been satisfied in full and does hereby sell, assign and transfer to the railroad all its title and property interest in

the Equipment described in Exhibits A, B, C, D, E, and F, free of all liens and encumbrances created or retained by the Agreements.

This Satisfaction and Bill of Sale is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, The Chase Manhattan Bank (National Association), as agent as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be duly affixed and attested by its officers thereunto duly authorized this 14 day of December, 1988.

THE CHASE MANHATTAN BANK
(NATIONAL ASSOCIATION)

By: _____

[Signature]
Assistant Secretary

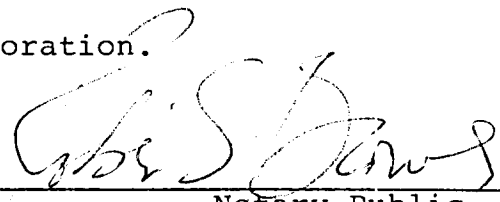
ATTEST:

[Signature]

Janice Tober

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 9th day of December, 1988, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he/~~she~~ is a Assistant Secretary of The Chase Manhattan Bank (National Association), that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires:
ROBIN S. BROWER
Notary Public, State of New York
No. 31-084384
Qualified in New York County
Certificate Filed in New York County
Commission Expires October 5, 1991

EXHIBIT AEQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
268	100-Ton Covered Hopper Cars	455500-455520, 455522- 455525, 455527-455533, 455535-455558, 455560- 455613, 455615, 455617- 455620, 455622-455625, 455627, 455629-455631, 455633-455649, 455651- 455655, 455657, 455659, 455660, 455662, 455663, 455665-455671, 455673- 455680, 455682-455685, 455687-455701, 455703, 455704, 455706-455713, 455716-455725, 455727- 455729, 455731-455733, 455735-455739, 455741- 455749, 455751-455754, 455756-455771, 455773- 455778, 455780-455788, 455790-455793, 455795- 455799
4	Conditionaire Cars	454853-454856 (formerly 453001-453004)
2	Hopper Cars	410239, 410240

EXHIBIT B

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
187	77-Ton Gondolas	565900, 565902-565905, 565907-565924, 565926- 565930, 565932, 565933, 565935, 565937-565948, 565950-565961, 565963- 565977, 565979-565992, 565994-565999, 566001- 566061, 566063-566079, 566081-566099
46	100-Ton Bulkhead Flat Cars	621150-621166, 621168- 621174, 621176-621186, 621188-621190, 621192- 621199

EXHIBIT CEQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
178	100-Ton Covered Hopper Cars	455000-455008, 455011- 455024, 455026-455035, 455037-455055, 455057- 455079, 455081-455085, 455087-455089, 455091- 455099, 455102, 455103, 455105-455107, 455109- 455117, 455119-455138, 455140-455142, 455144- 455150, 455152-455157, 455159-455167, 455169, 455170, 455172, 455174- 455184, 455186-455191, 455193-455199

EXHIBIT D

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
179	100-Ton Hopper Cars	522100-522113, 522115, 522117-522121, 522123- 522138, 522140-522158, 522160-522163, 522165- 522177, 522179-522195, 522197-522209, 522211- 522252, 522255, 522257- 522263, 522267, 522268, 522270-522277, 522281- 522287, 522289-522297, 522299

EXHIBIT E

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
47	90-Ton Bulkhead Flat Cars	621050-621055, 621057- 621059, 621061-621084, 621086-621099

EXHIBIT F

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
84	100-Ton Hopper Cars	522000, 522001, 522003, 522005, 522006, 522008- 522017, 522019-522022, 522024, 522028, 522030, 522033-522047, 522049- 522066, 522068, 522070- 522082, 522084-522088, 522090-522099